



SoftBank Group Corp.

March 8, 2021 – SoftBank Group Corp. (the “**Company**”) hereby announces the results of the Company’s tender offers (each, a “**Tender Offer**” and, together, the “**Tender Offers**”) and consent solicitation (the “**Consent Solicitation**”), which were first announced on February 22, 2021, on the terms and subject to the conditions set out in the tender offer and consent solicitation memorandum dated February 22, 2021 (the “**Tender Offer and Consent Solicitation Memorandum**”) and the consent solicitation statement dated February 22, 2021 (the “**Consent Solicitation Statement**”). Capitalized terms used in this announcement, but not defined herein, have the meanings given to them in the Tender Offer and Consent Solicitation Memorandum and the Consent Solicitation Statement.

Results of the Consent Solicitation

The Company announces that it has received the requisite consents to amend certain terms of the 2015 Notes Indenture, the 2017 Notes Indenture, the 2018 Exchange Notes Indenture and the 2018 Notes Indenture (each, an “**Indenture**” and, together, “**Indentures**”). Based on the receipt of consents (including deemed consents) from holders representing a majority (2015 Notes: approximately 79.86%; 2017 Notes: approximately 77.88%; 2018 Exchange Notes: approximately 84.24%; and 2018 Notes: approximately 80.12%) in aggregate principal amount of Notes outstanding, the Company and the respective trustee under each of the Indentures entered into a supplemental indenture (each, a “**Supplemental Indenture**” and, together, the “**Supplemental Indentures**”) to the Indentures on March 8, 2021 to adopt the Proposed Amendments. The Proposed Amendments will become operative from the Settlement Date for the Tender Offers and the Consent Solicitation, which is expected to be on or around March 10, 2021.

The Tender Offers and the Consent Solicitation expired at 4:00 p.m., London time, on March 5, 2021 (the “**Expiration Deadline**”). Holders of Notes who validly delivered (and not validly revoked) their consents (including any Deemed Consents with respect to Notes validly tendered but not accepted for purchase pursuant to the Tender Offers) to the Proposed Amendments at any time on or prior to the Expiration Deadline will be eligible to receive a cash payment equal to \$10.00 per \$1,000 in principal amount of dollar-denominated Notes and €10.00 per €1,000 in principal amount of euro-denominated Notes (together, the “**Consent Fee**”). The Consent Fee will be paid on or about March 10, 2021, subject to the terms and conditions in the Tender Offer and Consent Solicitation Memorandum and the Consent Solicitation Statement. All other conditions to the Consent Solicitation as described in the Tender Offer and Consent Solicitation Memorandum and the Consent Solicitation Statement have been satisfied or waived by the Company.

The complete terms and conditions of the Consent Solicitation are described in the Tender Offer and Consent Solicitation Memorandum and the Consent Solicitation Statement. Copies of the Tender Offer and Consent Solicitation Memorandum and the Consent Solicitation Statement are available from Lucid Issuer Services Limited (the “**Tender and Information Agent**”), who can be contacted at the e-mail address and telephone number set out below. Holders of the Notes may also contact Deutsche Bank AG, London Branch, J.P. Morgan Securities plc and Crédit Agricole Corporate and Investment Bank (the “**Dealer Managers and Solicitation Agents**”) at the e-mail addresses and telephone numbers set out below for information concerning the Consent Solicitation. Holders of the Notes may also contact their broker, dealer, commercial bank or trust company or other nominee for assistance concerning the Consent Solicitation.

Results of the Tender Offers

The Company announces the expiration of the Tender Offers to Eligible Holders to tender each series (“**Series**”) of the “**Notes**”: its outstanding (i) 5.375% Senior Notes due July 2022 denominated in U.S. dollars (“**2015/2022 Dollar Notes**”); (ii) 4.000% Senior Notes due July 2022 denominated in euro (“**2015/2022 Euro Notes**”); (iii) 6.000% Senior Notes due July 2025 denominated in U.S. dollars (“**2015/2025 Dollar Notes**”); (iv) 4.750% Senior Notes due July 2025 denominated in euro (“**2015/2025 Euro Notes**”); (v) 5.250% Senior Notes due July 2027 denominated in euro (“**2015/2027 Euro Notes**” and, together with 2015/2022 Dollar Notes, 2015/2022 Euro Notes, 2015/2025 Dollar Notes, 2015/2025 Euro Notes, “**2015 Notes**”); (vi) 4.750% Senior Notes due September 2024 denominated in U.S. dollars (“**2017/2024 Dollar Notes**”); (vii) 3.125% Senior Notes due September 2025

denominated in euro (“**2017/2025 Euro Notes**”); (viii) 5.125% Senior Notes due September 2027 denominated in U.S. dollars (“**2017/2027 Dollar Notes**”); (ix) 4.000% Senior Notes due September 2029 denominated in euro (“**2017/2029 Euro Notes**” and, together with 2017/2024 Dollar Notes, 2017/2025 Euro Notes, 2017/2027 Dollar Notes, “**2017 Notes**”); (x) 6.250% Senior Notes due April 2028 denominated in U.S. dollars (“**2018/2028 Dollar Notes**”); (xi) 5.000% Senior Notes due April 2028 denominated in euro (“**2018/2028 Euro Notes**” and, together with 2018/2028 Dollar Notes, “**2018 Exchange Notes**”); (xii) 5.500% Senior Notes due April 2023 denominated in U.S. dollars (“**2018/2023 Dollar Notes**”); (xiii) 4.000% Senior Notes due April 2023 denominated in euro (“**2018/2023 Euro Notes**”); (xiv) 6.125% Senior Notes due April 2025 denominated in U.S. dollars (“**2018/2025 Dollar Notes**”) and (xv) 4.500% Senior Notes due April 2025 denominated in euro (“**2018/2025 Euro Notes**” and, together with 2018/2023 Dollar Notes, 2018/2023 Euro Notes, 2018/2025 Dollar Notes, “**2018 Notes**”). The Tender Offers, commenced on February 22, 2021, expired in accordance with their terms at the Expiration Deadline.

The “**Final Acceptance Amount**,” representing the final aggregate principal amount of Notes accepted for purchase by the Company pursuant to the Tender Offers, is \$2,058,886,008.

The results of the Tender Offers are as follows:

Description of the Notes	ISIN/Common Code	Outstanding Principal Amount ¹	Series Acceptance Amount	Series Scaling Factor ²	Clearing Price
5.375% USD-denominated Senior Notes due July 2022	XS1266660635/ 126666063	\$742,664,000	\$229,866,000	N/A	105.000%
4.000% Euro-denominated Senior Notes due July 2022	XS1266662763/ 126666276	€286,534,000	€99,550,000	N/A	104.750%
6.000% USD-denominated Senior Notes due July 2025	XS1266660122/ 126666012	\$687,262,000	\$112,191,000	N/A	112.875%
4.750% Euro-denominated Senior Notes due July 2025	XS1266662334/ 126666233	€689,114,000	€56,268,000	N/A	112.500%
5.250% Euro-denominated Senior Notes due July 2027	XS1266661013/ 126666101	€210,620,000			
4.750% USD-denominated Senior Notes due September 2024	XS1684384511/ 168438451	\$1,207,918,000	\$373,223,000	N/A	108.625%
3.125% Euro-denominated Senior Notes due September 2025	XS1684385161/ 168438516	€1,100,332,000	€289,483,000	N/A	105.750%
5.125% USD-denominated Senior Notes due September 2027	XS1684384867/ 168438486	\$1,833,147,000	\$48,845,000	16.807%	110.375%
4.000% Euro-denominated Senior Notes due September 2029	XS1684385591/ 168438559	€689,856,000			
6.250% USD-denominated Senior Notes due April 2028	XS1793255198/ 179325519	\$499,956,000			
5.000% Euro-denominated Senior Notes due April 2028	XS1793255941/ 179325594	€1,173,607,000			
5.500% USD-denominated Senior Notes due April 2023	XS1811212890/ 181121289	\$300,000,000	\$135,835,000	N/A	108.250%
4.000% Euro-denominated Senior Notes due April 2023	XS1811213781/ 181121378	€1,000,000,000	€363,011,000	N/A	106.625%
6.125% USD-denominated Senior Notes due April 2025	XS1811213435/ 181121343	\$450,000,000	\$78,268,000	N/A	113.000%
4.500% Euro-denominated Senior Notes due April 2025	XS1811213864/ 181121386	€390,322,000	€87,756,000	N/A	111.375%

¹ For the avoidance of doubt, Outstanding Principal Amount excludes the principal amount of the Notes held by the Company, which are not considered as outstanding and are not subject to the Tender Offers and the Consent Solicitation.

² “N/A” means that all Notes of the Series tendered pursuant to Non-Competitive Tender Instructions and all Notes of the Series tendered pursuant to Competitive Tender Instructions that specify a Purchase Price below or equal to the relevant Clearing Price of such Series are accepted by the Company in full.

As the Notes of a Series validly tendered pursuant to the relevant Tender Offer are to be accepted on a pro-rata basis, each such tender of such Notes will be scaled by a factor (a “**Scaling Factor**”) equal to (i) the Series Acceptance Amount less the aggregate principal amount of such Notes that have been validly tendered and accepted for purchase pursuant to the Tender Offer, and are not subject to acceptance on a pro rata basis (if any), divided by (ii) the aggregate principal amount of such Notes in the Series that have been validly tendered and accepted for purchase pursuant to the Tender Offers, and are subject to acceptance on a pro rata basis (subject to adjustment to allow for the aggregate principal amount of Notes accepted for purchase, following the rounding of tenders of such Notes described in the next sentence, to equal the Series Acceptance Amount exactly). Each tender of such Notes that is scaled in this manner will be rounded down to the nearest \$/€1,000 in principal amount.

In addition, the Company intends to apply pro rata scaling to each valid tender of such Notes in such a manner as

will result in the relevant Eligible Holder transferring Notes to the Company in an aggregate principal amount of at least \$200,000 or €100,000 (being the “**Minimum Denominations**” of the Notes).

The Settlement Date for the Tender Offers is expected to be on or about March 10, 2021.

Investor Contact Information

For further details, please refer to the Tender Offer and Consent Solicitation Memorandum. Questions about the terms of the Tender Offers and Consent Solicitation should be directed to the Dealer Managers and Solicitation Agents. If you require additional copies of the Tender Offer and Consent Solicitation Memorandum and Consent Solicitation Statement, please contact the Tender and Information Agent. Beneficial owners of Notes may also contact their brokers, dealers, commercial banks, trust companies or other nominee for assistance concerning the Tender Offers and the Consent Solicitation.

DEALER MANAGERS AND SOLICITATION AGENTS

Deutsche Bank AG, London Branch

*European inquiries regarding the
Tender Offers or the Consent
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TENDER AND INFORMATION AGENT

Lucid Issuer Services Limited

European inquiries regarding the Tender Offers or the Consent Solicitation:

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Tender Offer and Consent Solicitation Website: www.lucid-is.com/softbank-tenderandconsent
Consent Solicitation Only Website: www.lucid-is.com/softbank-consentonly

Asian inquiries regarding the Tender Offers or the Consent Solicitation:

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Attention: Mu-yen Lo / Thomas Choquet
softbank@lucid-is.com

Tender Offer and Consent Solicitation Website: www.lucid-is.com/softbank-tenderandconsent
Consent Solicitation Only Website: www.lucid-is.com/softbank-consentonly

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer and Consent Solicitation Memorandum (for Eligible Holders) or the Consent Solicitation Statement (for other Holders), each distributed separately. The Tender Offer and Consent Solicitation Memorandum and the Consent Solicitation Statement contain important information which should be read carefully before any decision is made with respect to the Tender Offers and the Consent Solicitation. Each Holder is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

None of the Tender Offer and Consent Solicitation Memorandum, the Consent Solicitation Statement or this announcement constitutes an offer to buy or the solicitation of an offer to sell Notes, (and tenders of Notes will not be accepted from Holders) in any circumstances in which it is unlawful to do so. In those jurisdictions where the securities, blue sky or other laws require the Tender Offers to be made by a licensed broker or dealer and the Dealer Managers and Solicitation Agents or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Tender Offers shall be deemed to be made by the Dealer Managers and Solicitation Agents or such affiliate, as the case may be, on behalf of the Company in such jurisdictions.